

European Alzheimer's disease Consortium STATUTES

§ 1 Name, Seat and place of jurisdiction

- 1) The Association holds the name „European Alzheimer's Disease Consortium e.V.“ (EADC)
- 2) The Consortium shall be registered in the Association register.
- 3) The Association has its seat in Mannheim.
- 4) Place of jurisdiction is Mannheim.

§ 2 AIMS OF THE SOCIETY

- 1) The EADC shall solely and directly pursue objectives of public benefit within the meaning of the Chapter "Tax-Exempt Objectives" of the Regulation of Taxation (Abgabenordnung AO).
- 2) The consortium aims to provide a setting in which to increase the scientific understanding of and to develop ways to prevent, delay, slow, or ameliorate the primary and secondary symptoms of Alzheimer's Disease and related disorders (Prevention and Therapy).
In particular, these aims shall be achieved by:
 - a) facilitating pan-European scientific research (clinical trials and other research projects, innovative research ideas and collaborations);
 - b) promote the networking and recruiting of young researchers
 - c) promote efforts towards standardisation of research and treatment approaches for Alzheimer's disease and related disorders across Europe
 - d) promote the interaction between research-oriented pharmaceutical industry and academia
 - e) promote communication and exchange with counterpart organizations in other areas of the world
 - f) Liaise with EU funding stakeholders in the prioritisation of research funding
- 3) The consortium is politically and denominationally neutral.
- 4) The consortium is a charitable organisation; it does not primarily pursue its own financial purposes.

§ 3 ACQUISITION OF MEMBERSHIP

- 1) Full Members of the Consortium may include all medical academic institutions, who or which support the aims of the Consortium, and who actively pursue translational or clinical Alzheimer's research. The activity must be demonstrated by scientific publications. The site is represented by its principal investigator / scientific head, or may be substituted by an authorized representative, respectively. It is explicitly promoted that several members of a site participate in the consortium's meetings.
Sponsoring members can be individuals and corporate bodies outside the area of academic Alzheimer's research.
Only Full Members have voting rights.
- 2) Membership as a Full or Sponsoring member is acquired by written application to the Executive Board, addressed to the Liaison Officer. In case of denial of membership, the party is entitled to appeal the ruling of the Executive Board within four weeks and submit it to the Member Meeting for Appeals. Legitimate claims to become a member are not possible.
- 3) The Executive Board can grant honorary membership on individual people who have earned special merit from the consortium and its aims.

§ 4 Termination of Membership

1) The membership terminates

a) with the death of an individual Sponsoring or Honorary member or with the closure of a Full member institution or Sponsoring corporate entity.

b) by voluntary resignation. Termination can be carried out only by September 30 of a calendar year in order to come into action for the following calendar year;

c) by exclusion. The exclusion from the consortium can only be permissible by an important reason. i.e.

aa) if their behavior violates the rules or reflects upon the interests of the organization in a negative manner or by another important reason.

bb) if a member does not participate in four subsequent meetings and after two reminders. The second reminder must announce the potential expulsion.

The exclusion is made by a unanimous decision of the Executive Board or by the Member Meeting with a 2/3rd majority. Accompanying the decision process, opportunity is given to the person or institution affected to make remarks. With termination by the Executive Board, the member concerned can, within a month, lodge a complaint at the next Member Meeting, which then reconsiders the decision.

cc) if a member has not paid membership fee

2) The resigned or excluded member is not entitled to any of the consortium's assets.

§ 5 MEMBERSHIP FEE AND ASSETS OF THE SOCIETY

1) For fulfillment of the objectives of the Consortium, an annual membership fee may be raised from the Full members, and donations or sponsorship may be invited. The amount of fees and contributions shall be provisionally determined by the Executive Board and decided by the General Assembly.

2) All fees / contributions have to be paid to the Consortium's office or to the Consortium's bank account. The fee must be paid by February 28 of the current year.

3) The financial year coincides with the calendar year.

4) Honorary members are exempted from any fees. The Executive Board is entitled to exempt other members from paying fees.

5) Funds of the Association must only be spent for purposes covered by the Statutes.

Members shall not receive any allocations from the Consortium's assets, they can only be reimbursed for actual spendings. No individual may be favored by grants which are not in line with the objectives of the Consortium, or by unreasonably high reimbursements. Members of the Executive Board and of the Advisory Board shall receive no compensation for their services.

§ 6 THE ORGANS OF THE SOCIETY

The organs of the EADC are:

a) General Assembly (Member Meeting)

b) the Executive Board

§ 7 THE GENERAL ASSEMBLY (MEMBER MEETING)

1) The Member Meeting is the governing decisional body of the consortium. The Member Meeting takes place yearly. Member Meetings have to be called by the Executive Board at least two weeks before the date of the meeting in writing or by a written E-mail invitation, which includes the agenda.

2) Applications for additions to the agenda have to be submitted to the Executive Board in writing or by email at least three weeks prior to the meeting..

3) The convening is regarded as established by the dispatch of the invitation letter to the last known (email) address.

4) The business to be conducted at the Member Meeting mainly includes:

a) the adoption of the annual report and the annual accounts of the Executive Board and the election of Executive Board members

b) the passing of resolutions on alterations in the Statutes and on the dissolution of the Consortium (see §10 and §11 of the statutes);

c) determination of the annual membership fee and contributions (see §5, 1 of the statutes)

d) determination on membership issues (see §3, 2 and §4, 1c of the statutes):

e) Monitoring of all financial operations (see §7, 4 of the statutes). The Member Meeting selects two auditors for a period of 2 years, re-selection is allowed. Executive Board members may not serve as auditors. The results of the audit are reported to the Member Meeting and a recommendation on the adoption of the annual account of the Executive Board shall be given. A written report of the auditors must be submitted.

5) Any correctly convened Member Meeting shall form a quorum. Any lack of invitation is remedied by appearance of those members, who were not invited according to the statutes.

6) Each Full member has one vote, which is executed by their scientific head, who may have himself delegated his right to vote to another member of this site through a written proxy. It is voted by show of hands unless a member calls for a secret ballot. The Executive Board can also allow a written vote.

The Member Meeting shall pass resolutions by a simple majority of votes of the members attending the meeting or being represented by others. In case of a tie, in voting for candidates for the EB, a reelection among the candidates with a tied vote will take place, if the result will have impact on the EB membership. In case of a tie in votes for other proposals, the proposal will not be approved.

For any alteration in the Statutes a majority of votes of $\frac{3}{4}$ of the members attending or having delegated their right to vote to another member shall be required. For the dissolution or alteration in the objectives of the Consortium, a majority of four fifths of the members attending or having delegated their right to vote to another member shall be required.

7) Written minutes must be kept of every Member Meeting. The minutes must contain: Date and location of the meeting, number of members present at the meeting (member list), the call for convening, proposals and resolutions passed by the bodies of the Association as well as elections. The minutes are to be signed by the chairman or the co-chairman. The minutes must be adopted at the next member meeting. Every member of the Consortium is entitled to view the minutes using a suitable communication method.

8) Extraordinary Member meetings may be convened by the Executive Board or by one third of the Full members on any reason. The call for the meeting shall explain the purpose and the reason for it. This shall be the only agenda for this meeting. All decision making shall follow the same rules as at an ordinary member meeting. Any alteration in the statutes or the objectives or dissolution of the Consortium must not be voted on. All proposal and resolutions of the extraordinary member meeting must be included in the agenda of the next regular member meeting.

9) The member meeting is not public. The Executive Board may invite individual persons as guests to the member meeting.

§ 8 THE EXECUTIVE BOARD

The Executive Board consists of up to 11 members

- a) Chair
- b) Past chair
- c) the treasurerthe secretary general

e) up to seven additional members

All Executive Board members have equal voting rights,

- 1) All Executive Board members, except the Past Chair, are elected by the Member Meeting by simple majority for a three year term. Changes in the constitution of the Executive Board follows §8, 3 of these statutes. It remains as constituted until a new Executive Board is properly chosen and assumes office. Maximally two Board members may originate from one country.
- 2) The Executive Board must be represented by at least one co-chairperson (the Chair or the Past Chair). For all actions, an Executive Board resolution must exist.
- 3) The office of an Executive Board member terminates by end of his/her term, by resignation or by withdrawal from the Consortium, or by the resignation of the Full member institution, with which the Executive Board member is affiliated, from EADC. A direct re-election is possible once. A third term on the Executive Board will be possible only after a break of 3 years after the termination of the latest term of office. A person is not permitted to hold more than one executive board office.
- 4) After the Member Meeting, the executive board appoints the chair as well as the treasurer and the secretary general, for a period of 1-3y, from members of the board. Appointment to these positions is possible only for a time period within the current term of office of the board member.
- 5) After the end of term as chair, the chair is automatically transferred to the role of past chair for a period of 3 years (without re-election).
- 6) The Executive Board may establish a registered office and appoint a business manager
- 7) The Executive board is responsible for the management of the consortium and it is responsible to the Member Meeting. The board gives itself a rules of procedure. It is responsible for all consortium matters, which are not reserved for the Member's Meeting.
- 8) The Executive Board holds regular meetings to carry out its tasks. An Executive Board meeting can also be held online. It can also be done as a telephone conference, videoconference or as a combination of all statutory options.
- 9) The Executive Board passes its resolutions by a simple majority of its members. Members unable to attend the Executive Board meeting may delegate their voting rights in writing to other Executive Board members. Quorum is given if at least 5 Executive Board members are ready to vote by presence or written delegation. In the event of a tie, the vote of the Chair will be decisive.

§ 9 CHANGES OF THE STATUTES

- 1) Amendments to the statutes can only be dealt with in regular general meetings, if the old version is compared to the new version in the agenda, and a justification for the change is given. The call to convene must explicitly point out the planned amendment of the statutes and the statutes to be amended.
- 2) All amendments to the statutes can only be adopted by a majority of 2/3 of the members attending or having delegated their right to vote to another member (see § 7 (6) of these statutes). Amendments to the Articles of Association due to regulatory requirements (eg conditions or conditions) may be decided by the Executive Board. They are to be presented in the next general meeting.

3) The competent tax authority is informed by means of a constitutional copy of each change of the statute.

§ 11 DISSOLUTION OF THE SOCIETY

1) The association can be dissolved by resolution of the member meeting. For the dissolution resolution a majority of 80% of the present voting members (see § 7 Abs. 6 of these statutes) is required. The dissolution of the association may only be the only item on the agenda of this member meeting.

2) The liquidation is carried out by the Executive Board, which designates a member as a sequester.

3) In case of dissolution of the consortium or if its previous purpose ceases to exist, the assets of the association shall be equally distributed to the institutions of the two co-chairpersons, which shall exclusively and directly use them for charitable purposes within the meaning of § 2 of these statutes.

Decisions on the future use of the assets may only be made with the consent of the competent tax office.

The above statutes were adopted on October 13, 2023.